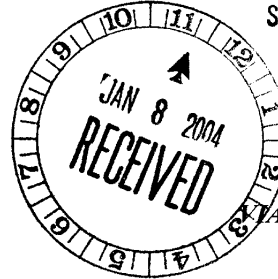


RECORDATION NO. 24764 FILED

JAN 08 '04 2-16 PM

SURFACE TRANSPORTATION BOARD



UPS NEXT DAY AIR

January 7, 2004

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318-7575
Fax 847 318-7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 3, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southeastern Industrial Enterprises, Inc.
4950 Duncans Lake Road
Buford, GA 30519

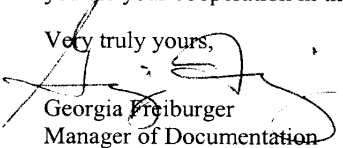
A description of the railroad equipment covered by the enclosed document is seventeen (17) 4650 cubic foot covered hopper cars with gravity gates and trough hatch covers, with FURX, NDYX, & PRAX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(SOIN001)

RECORDATION NO. 24764 FILED

ASSGN. NO.: SOIN001

JAN 08 '04 2-16 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of June, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southeastern Industrial Enterprises, Inc. ("Lessee"), a _____ corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 27, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 17, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: K.A. Domkowski

Name: K.A. DOMKOWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 3rd day of June, 2003

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of June, 2003.

Susan Grokulskey
Notary Public

Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

SOUTHEASTERN INDUSTRIAL ENTERPRISES, INC.

ATTEST:

By:

Name:

Title:

J. W. Franks
J. W. FRANKS
C. E. O.

By:

Name:

Title:

Executed on this 27 day of MAY, 2003.

[CORPORATE SEAL]

STATE OF

COUNTY OF

Georgia
Gwinnett

I, B. Napolet, a Notary Public of the County and State aforesaid,
certify that J. W. FRANKS personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27 day of May, 2003

B. Napolet
Notary Public

Commission B. NAPOLET
Notary Public, Gwinnett County, Georgia
My Commission Expires June 18, 2006
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventeen (17)

DESCRIPTION OF CARS: 4650 cubic foot capacity, ACF built, covered hopper cars with gross rail weights of 263,000 lbs. to 268,000 lbs., equipped with gravity gates and trough hatches.

CAR NUMBERS:

FURX	816142
FURX	816405
FURX	816408
FURX	816409
FURX	816417
FURX	816419
FURX	816423
FURX	816424
FURX	816430
FURX	823880
NDYX	490000
NDYX	490001
NDYX	490002
NDYX	490003
NDYX	490010
PRAX	816168
PRAX	823862
Count:	17